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- and -

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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER SUSTAINING DEBTORS' THIRTY-EIGHTH OMNIBUS
OBJECTION TO CLAIMS (DISALLOWANCE OF CERTAIN
QUALIFIED PENSION PLAN AND 401(k) CLAIMS)**

THIS MATTER having come before the Court on the
Debtors' Thirty-Eighth Omnibus Objection to Claims
(Disallowance of Certain Qualified Pension Plan and 401(k)
Claims) (the "Objection"), which requested, among other
things, that the claims specifically identified on Exhibit C

attached to the Objection be disallowed in their entirety for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that certain claimants filed responses (the "Responses"); and it appearing that the relief requested on the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and a hearing on the merits on the Responses having been held on November 3, 2009; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED.
2. For the reasons set forth in the Objection, the Claims identified on Exhibit A, as attached hereto and incorporated herein, are forever disallowed in their entirety for all purposes in these bankruptcy cases.
3. The Debtors' rights and abilities to object to any claim included in the Objection on any grounds and on any bases are hereby preserved in their entirety.

4. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

Dated: Richmond, Virginia
_____, 2009

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
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/s/ Douglas M. Foley
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Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
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901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT A

| CREDITOR'S NAME AND ADDRESS | CLAIM NUMBER | ASSERTED CLAIM AMOUNT * | DATE FILED | DOCKETED DEBTOR |
|--|--------------|---|------------|--------------------------------------|
| ANNA MACCANELLI 482 1/2 S MAIN ST FARMINGTON, IL 61531 | 14403 | Secured: Priority: Administrative 116,136.00 503(b)(9): Unsecured: Total: \$116,136.00 | 07/01/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| AUGUSTINE, LAURA 2551 MARTIN AVE LOUISVILLE, KY 40216 | 13042 | Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL | 05/22/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| BELL, BEVERLY 3120 CEDAR RIDGE DRIVE RICHARDSON, TX 75082 | 13571 | Secured: Priority: 14,418.00 Administrative 503(b)(9): Unsecured: Total: \$14,418.00 | 06/19/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| BENNETT, CONSTANCE LEIGH 1227 C GASKINS RD HENRICO, VA 23238 | 14149 | Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL | 06/30/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| BERNADETTE JOHNSON | 14274 | Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL | 06/30/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| BERNADETTE VOLPE 350 GREAT KILLS RD STATEN ISLAND, NY 10308 | 14433 | Secured: Priority: UNL Administrative 503(b)(9): Unsecured: Total: UNL | 07/01/2009 | CIRCUIT CITY STORES, INC. (08-35653) |

* "UNL" denotes an unliquidated claim.

EXHIBIT A

| CREDITOR'S NAME AND ADDRESS | CLAIM NUMBER | ASSERTED CLAIM AMOUNT * | DATE FILED | DOCKETED DEBTOR |
|--|--------------|---|------------|---|
| BYRNE, CHERYL L 16588 WELLINGTON LAKES CIR FT MYERS, FL 33908 | 1339 | Secured: Priority: Administrative 503(b)(9): UNL Unsecured: _____ Total: UNL | 12/17/2008 | CIRCUIT CITY STORES, INC. (08-35653) |
| CAROL LOLAUS 4270 JARUIS RD HILLSBORO, MO 63050 | 13663 | Secured: Priority: Administrative 503(b)(9): Unsecured: _____ UNL Total: _____ UNL | 06/01/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| CAROLYN SHOOK PRO SE 5 SYCAMORE DR FLORENCE, KY 41042 | 14316 | Secured: Priority: Administrative UNL 503(b)(9): Unsecured: _____ Total: _____ UNL | 07/01/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| CARRANZA, JORGE 8202 DUOMO CIRCLE BOYNTON BEACH, FL 33472 | 13429 | Secured: Priority: 38,611.20 Administrative 503(b)(9): Unsecured: _____ Total: \$38,611.20 | 06/19/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| CHERYL BOTTORFF 701 SUN CREST DR NOKOMIS, FL 34275 | 14391 | Secured: Priority: Administrative 503(b)(9): Unsecured: _____ 36,000.00 Total: \$36,000.00 | 06/19/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| CYNTHIA LYNN HOZEN 15969 ATITLAN DR HACIENDA HEIGHTS, CA 91745 | 13841 | Secured: Priority: UNL Administrative 503(b)(9): Unsecured: _____ Total: _____ UNL | 06/29/2009 | CIRCUIT CITY STORES WEST COAST, INC. (08-35654) |

* "UNL" denotes an unliquidated claim.

EXHIBIT A

| CREDITOR'S NAME AND ADDRESS | CLAIM NUMBER | ASSERTED CLAIM AMOUNT * | DATE FILED | DOCKETED DEBTOR |
|---|--------------|---|------------|--------------------------------------|
| DOAR, FRANCES H 118 VILLAGE DR CANTON, GA 39117 | 5159 | Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL | 01/21/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| GWENDOLYN M JACOBS 10610 N DOVER PT RD RICHMOND, VA 23238 | 13242 | Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL | 06/01/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| HALE WILLIAM E 1321 GAINSBORO DR MARTINSBURG, WV 25403 | 13922 | Secured: Priority: Administrative 503(b)(9): Unsecured: 38,227.00 Total: \$38,227.00 | 06/29/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| HALE, WILLIAM 117 DALI CT MARTINSBURG, WV 25403 | 14020 | Secured: Priority: Administrative 503(b)(9): Unsecured: 38,227.00 Total: \$38,227.00 | 06/29/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| HANAUER, DONALD 115 ALDER LANE CHRISTIANBURG, VA 24073 | 8368 | Secured: Priority: 57,600.00 Administrative 503(b)(9): Unsecured: Total: \$57,600.00 | 01/29/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| JOHNSON, DENISE H 6300 ADKINS RD PROVIDENCE FORGE, VA 23140-2821 | 13380 | Secured: Priority: Administrative 503(b)(9): Unsecured: UNL Total: UNL | 06/12/2009 | CIRCUIT CITY STORES, INC. (08-35653) |

* "UNL" denotes an unliquidated claim.

EXHIBIT A

| CREDITOR'S NAME AND ADDRESS | CLAIM NUMBER | ASSERTED CLAIM AMOUNT * | DATE FILED | DOCKETED DEBTOR |
|---|--------------|---|------------|--------------------------------------|
| KENNETH JOHNSON | 14275 | Secured: Priority: Administrative UNL 503(b)(9): Unsecured: _____ Total: UNL | 06/30/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| KISKER, RYAN 299 BERKSHIRE AVE BUFFALO, NY 14215 | 13934 | Secured: Priority: Administrative 1,963.43 503(b)(9): Unsecured: _____ Total: \$1,963.43 | 06/29/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| KOBER JEAN A 12003 CHURCH RD RICHMOND, VA 23233 | 13623 | Secured: Priority: Administrative UNL 503(b)(9): Unsecured: _____ Total: UNL | 06/26/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| MARIA TERESA RP TURNER 18479 CATTAIL SPRING DR LEESBURG, VA 20176 | 13871 | Secured: Priority: Administrative 233,479.00 503(b)(9): Unsecured: _____ Total: \$233,479.00 | 06/26/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| MARK H TURNER 18479 CATTAIL SPRING DR LEESBURG, VA 20176 | 13495 | Secured: Priority: Administrative 158,023.32 503(b)(9): Unsecured: _____ Total: \$158,023.32 | 06/24/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| MICHAEL KAESS 635 NEW RD CHURCHVILLE, PA 18966 | 13362 | Secured: Priority: Administrative UNL 503(b)(9): Unsecured: _____ Total: UNL | 06/12/2009 | CIRCUIT CITY STORES, INC. (08-35653) |

* "UNL" denotes an unliquidated claim.

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| CREDITOR'S NAME AND ADDRESS | CLAIM NUMBER | ASSERTED CLAIM AMOUNT * | DATE FILED | DOCKETED DEBTOR |
|--|--------------|---|------------|---|
| MONAHAN, HARRIET J 7570 E SPEEDWAY BLVD NO 446 TUSCON, AZ 85710 | 1980 | Secured: Priority: Administrative 503(b)(9): Unsecured: _____ UNL Total: _____ UNL | 12/29/2008 | CIRCUIT CITY STORES WEST COAST, INC. (08-35654) |
| OLAVARRIA, ANNETTE 2031 ORLANDO RD RICHMOND, VA 23224 | 13603 | Secured: Priority: _____ UNL Administrative 503(b)(9): Unsecured: _____ Total: _____ UNL | 06/22/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| PRIOR, JAMES 52 BIRCHWOOD DR HIGHLAND MILLS, NY 10930 | 13654 | Secured: Priority: Administrative 503(b)(9): Unsecured: _____ UNL Total: _____ UNL | 06/26/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| RAFFONE, JAMES 1781 STATE ST 3 HAMDEN, CT 06517-0000 | 2751 | Secured: Priority: 239.44 Administrative 503(b)(9): Unsecured: _____ Total: _____ \$239.44 | 01/06/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| SHEILA TAYLOR 12365 CHARWOOD AVE GULFPORT, MS 39503 | 13352 | Secured: Priority: Administrative _____ UNL 503(b)(9): Unsecured: _____ Total: _____ UNL | 06/12/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| TEODORO ROMERO 308 RENEAU WAY HERNDON, VA 20170 | 13817 | Secured: Priority: _____ UNL Administrative 503(b)(9): Unsecured: _____ Total: _____ UNL | 06/29/2009 | CIRCUIT CITY STORES, INC. (08-35653) |

* "UNL" denotes an unliquidated claim.

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| CREDITOR'S NAME AND ADDRESS | CLAIM NUMBER | ASSERTED CLAIM AMOUNT * | DATE FILED | DOCKETED DEBTOR |
|---|--------------|---|------------|--------------------------------------|
| TURNER, MARK 18479 CATTAIL SPRING DR LEESBURG, VA 20176 | 7646 | Secured: Priority: 158,023.32 Administrative 503(b)(9): Unsecured: _____ Total: \$158,023.32 | 01/26/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| VICTOR NELLO 343 HIRAM AVE NEWBURY PARK, CA 91320 | 13368 | Secured: Priority: Administrative UNL 503(b)(9): Unsecured: _____ Total: UNL | 06/15/2009 | CIRCUIT CITY STORES, INC. (08-35653) |
| VICTORIA MOORE 1306 ELM SHADOW DR RICHMOND, VA 23231 | 14408 | Secured: Priority: Administrative 503(b)(9): Unsecured: _____ UNL Total: _____ UNL | 07/01/2009 | CIRCUIT CITY STORES, INC. (08-35653) |

Total: 33 \$890,947.71

* "UNL" denotes an unliquidated claim.